

**EXHIBIT B**

**INVOICE**



Official Committee of Unsecured Creditors of Winc, Inc., et al  
unknown  
New York City, NY

Invoice Number 2202587  
Invoice Date 02/08/2023  
Client Number 044409

For Professional Services Rendered Through: January 31, 2023

<u>No</u>	<u>Reference</u>	<u>Hours</u>	<u>Total</u>
00000	General	0.00	1,299.65
00001	Petition, Schedules, First day Orders	4.10	2,337.00
00004	Investigation, Due Diligence and Analysis	1.80	1,040.00
00005	Committee and Debtor Communications, Conference Calls and	25.40	17,608.00
00008	Sale and Disposition of Assets	171.80	127,183.00
00010	Claims Administration and Objections	0.90	774.00
00011	Miscellaneous Motions and Objections	21.90	15,374.00
00013	Professional Retention	32.40	15,919.00
00015	Cash Collateral and DIP Financing	7.80	6,190.00
00016	Disclosure Statement and Plan Matters and Solicitation	3.10	2,186.00
00023	Executory Contracts and Related Matters	2.40	1,458.00
00028	Debtor Communications/Negotiations	1.30	1,118.00
00029	Travel	1.30	1,118.00
	<b>Totals</b>	<b>274.20</b>	<b>193,604.65</b>

Arent Fox Schiff LLP  
Attorneys at Law

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**Time Summary**

	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Value</u></b>
<b><u>Partner</u></b>			
George P. Angelich	109.00	860.00	93,740.00
Justin Kesselman	97.70	660.00	64,482.00
Andrew I. Silfen	1.20	1,050.00	1,260.00
<b><u>Associate</u></b>			
James E. Britton	45.60	570.00	25,992.00
<b>Blended Rate for Attorneys: \$731.65</b>			
<b><u>Paralegal</u></b>			
Lisa A. Indelicato	7.20	405.00	2,916.00
Alyssa Fiorentino	13.50	290.00	3,915.00
<b>Totals</b>	<b>274.20</b>		<b>192,305.00</b>

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**Summary of Disbursements:**

Out-of-Town Meals	13.00
Out-of-Town Transportation	1,244.42
Taxicabs	<u>42.23</u>
<b>Totals</b>	<b>1,299.65</b>

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For Professional Services Rendered Through: January 31, 2023

Re: General

**For Disbursements:**

**Out-of-Town Meals**

01/17/23	George P. Angelich - Out-of-Town Meals George P. Angelich, Breakfast, Travel to attend sale hearing in Delaware. with George P. Angelich	13.00
	<b>Out-of-Town Meals</b>	<b>13.00</b>

**Out-of-Town Transportation**

01/17/23	George P. Angelich - Out-of-Town Transportation George P. Angelich, Train 01/17/2023 - 01/17/2023 stamford/wilmington, Travel to attend sale hearing in Delaware.	420.00
01/17/23	George P. Angelich - Out-of-Town Transportation George P. Angelich, Taxi/Car Service train station/home, Travel to attend sale hearing in Delaware.	42.25
01/17/23	George P. Angelich - Out-of-Town Transportation George P. Angelich, Taxi/Car Service train station/court house, Travel to attend sale hearing in Delaware.	18.00
01/17/23	Justin Kesselman - Out-of-Town Transportation Justin Kesselman, Taxi/Car Service Boston , uber to Boston airport	51.48
01/17/23	Justin Kesselman - Out-of-Town Transportation Justin Kesselman, Taxi/Car Service Boston , uber from Boston airport	64.66
01/17/23	Justin Kesselman - Out-of-Town Transportation Justin Kesselman, Airfare 01/17/2023 - 01/17/2023 Boston to Philadelphia , Travel to Philadelphia	530.80
01/17/23	Justin Kesselman - Out-of-Town Transportation Justin Kesselman, Taxi/Car Service Philadelphia , taxi from court to Philadelphia airport	57.48
01/17/23	Justin Kesselman - Out-of-Town Transportation Justin Kesselman, Taxi/Car Service Philadelphia , taxi from Philadelphia airport to Court	59.75
	<b>Out-of-Town Transportation</b>	<b>1,244.42</b>

**Taxicabs**

01/17/23	George P. Angelich - Taxicabs George P. Angelich, Taxi/Car Service home/train station, Travel to attend sale hearing in Delaware.	42.23
	<b>Taxicabs</b>	<b>42.23</b>

**Disbursement Total**

**1,299.65**

Arent Fox Schiff LLP

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Current Disbursements

\$1,299.65

**Subtotal For This Matter**

**\$1,299.65**

Arent Fox Schiff LLP

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 00001 Petition, Schedules, First day Orders  
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For Professional Services Rendered Through: January 31, 2023

Re: Petition, Schedules, First day Orders

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
01/02/23	James E. Britton	Draft agenda for call (0.2); correspondence RE: vendor payment issues (0.2).	0.40	228.00
01/03/23	James E. Britton	Phone call with Debtors' counsel (0.8); phone call with CR and internal team (1.1); review and analyze response to objection (0.2); correspondence RE: first day and vendor issues (0.2); review and analyze slide deck (0.2).	2.50	1,425.00
01/04/23	James E. Britton	Conference call with committee (1.0); correspondence RE: pending items and diligence (0.2).	1.20	684.00
<b>Fee Total</b>			<b>4.10</b>	<b>\$2,337.00</b>

**Timekeeper Summary:**

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
James E. Britton	4.10	570.00	2,337.00
<b>Timekeeper Summary Total</b>	<b>4.10</b>		<b>2,337.00</b>

Current Fees	\$2,337.00
<b>Subtotal For This Matter</b>	<b>\$2,337.00</b>

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Attorneys at Law

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al  
 00004 Investigation, Due Diligence and Analysis  
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For Professional Services Rendered Through: January 31, 2023

Re: Investigation, Due Diligence and Analysis

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
01/03/23	Alyssa Fiorentino	Coordinate and organize UCC diligence requests.	0.40	116.00
01/11/23	Justin Kesselman	Email to W Walker (0.1); confer with CohnReznick re financials (0.4)	0.50	330.00
01/27/23	Justin Kesselman	Attn to potential D&O claims (0.6)	0.60	396.00
01/31/23	Justin Kesselman	Attn to D&O policies.	0.30	198.00
		<b>Fee Total</b>	<b>1.80</b>	<b>\$1,040.00</b>

**Timekeeper Summary:**

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Justin Kesselman	1.40	660.00	924.00
Alyssa Fiorentino	0.40	290.00	116.00
<b>Timekeeper Summary Total</b>	<b>1.80</b>		<b>1,040.00</b>

Current Fees	\$1,040.00
<b>Subtotal For This Matter</b>	<b>\$1,040.00</b>



Arent Fox Schiff LLP  
Attorneys at Law044409 Official Committee of Unsecured Creditors of Winc, Inc., et al  
00005 Committee and Debtor Communications, Conference Calls and  
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For Professional Services Rendered Through: January 31, 2023

Re: Committee and Debtor Communications, Conference Calls and

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
01/04/23	George P. Angelich	Confer with V. Toppi and J. Kesselman re issues for discussion with Committee.	0.50	430.00
01/04/23	George P. Angelich	Prepare for and attend Committee call.	1.40	1,204.00
01/04/23	Justin Kesselman	Committee call (1); call with Cohn Reznick (.5); call with Wilkie (0.3)	1.80	1,188.00
01/04/23	Justin Kesselman	Email to YCST re natural merchants	0.20	132.00
01/06/23	Justin Kesselman	Meetings Cohn Reznick, RPA, and YCST (1.3); confer with G Angelich re term sheet (0.6)	1.90	1,254.00
01/09/23	Alyssa Fiorentino	Prepare and finalize executed committee bylaws.	0.10	29.00
01/09/23	George P. Angelich	Correspond with committee member.	0.30	258.00
01/09/23	Justin Kesselman	Call with YCST (0.5); calls with G Angelich and E Walker re sale (0.8); email to YCST (0.1)	1.40	924.00
01/10/23	Justin Kesselman	Call with M Litvak (.5); emails to YCST (0.3)	0.70	462.00
01/12/23	George P. Angelich	Prepare for and attend committee conference call.	1.90	1,634.00
01/12/23	Justin Kesselman	Emails with M Lunn (0.4); email to E Walker and C Miller (0,1); emails with B Lennon (0.2); committee call (.5)	1.20	792.00
01/13/23	Justin Kesselman	Conf. with YCST (0.5); call with C. Miller (0.8); call with B Lennon (0.1); call with YCST and J Leamy (0.5); call with E Walker (0.1); call with M Lunn (0.2); attn to emails from YCST (0.2); attn to email from E Walker (0.1); attn to email from B Lennon (0,1)	2.60	1,716.00
01/14/23	Justin Kesselman	Emails with Cooley (0.2); email with B. Lennon (0.1); meeting with YCST and Cooley re APA (0.5)	0.80	528.00
01/15/23	Justin Kesselman	Mtg with Debtors' and Canaccord counsel (0.3); mtgs with YCST, RPA and Cohn Reznick (1.4); call with V Toppi (0.1); call with Cooley (0.6); emails with Debtor	2.90	1,914.00

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<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
		professionals (0.3); email to Cooley (0.1); email with J. Leamy (0.1)		
01/16/23	Justin Kesselman	Mtg with Debtors' counsel (.8); meeting with Debtors' and buyers' counsel (0.3)	1.10	726.00
01/16/23	Justin Kesselman	Call with Canaccord counsel (.2)	0.20	132.00
01/18/23	Justin Kesselman	Emails with Debtors, buyer, and lender re: sale documents (0.3); Conference with CohnReznick re recoveries (0.5)	0.80	528.00
01/19/23	Justin Kesselman	Call with M Lunn (0.3)	0.30	198.00
01/20/23	James E. Britton	Correspondence RE: sale update (0.2).	0.20	114.00
01/23/23	George P. Angelich	Prepare for and attend conference call with Committee member.	0.80	688.00
01/23/23	Justin Kesselman	Emails with debtors' counsel (0.2).	0.20	132.00
01/25/23	Justin Kesselman	Emails with Sacculo and CohnReznick (0.2); prepare email to Committee (0.5); prepare email to Debtors' counsel re next steps (0.6)	1.30	858.00
01/26/23	Justin Kesselman	Emails with Debtors counsel (0.3); email to committee (0.2).	0.50	330.00
01/27/23	Justin Kesselman	Emails with Debtors' counsel (0.2).	0.20	132.00
01/30/23	James E. Britton	Phone call with debtor counsel RE: next steps (0.9).	0.90	513.00
01/30/23	Justin Kesselman	Mtgs with debtors' professionals (.9); email from Committee member (0.1).	1.00	660.00
01/31/23	Justin Kesselman	Emails with Debtors' counsel.	0.20	132.00
<b>Fee Total</b>			<b>25.40</b>	<b>\$17,608.00</b>

**Timekeeper Summary:**

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
George P. Angelich	4.90	860.00	4,214.00
Justin Kesselman	19.30	660.00	12,738.00
James E. Britton	1.10	570.00	627.00
Alyssa Fiorentino	0.10	290.00	29.00
<b>Timekeeper Summary Total</b>	<b>25.40</b>		<b>17,608.00</b>

Current Fees

\$17,608.00

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**Subtotal For This Matter**

**\$17,608.00**

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 00008 Sale and Disposition of Assets  
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For Professional Services Rendered Through: January 31, 2023

Re: Sale and Disposition of Assets

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
01/03/23	James E. Britton	Review and analyze APA (0.3) and correspondence RE: same (0.1).	0.40	228.00
01/03/23	Justin Kesselman	Attn to post-sale waterfall concepts (1.2)	1.20	792.00
01/04/23	Justin Kesselman	Prepare sale/IB settlement structure.	1.30	858.00
01/05/23	James E. Britton	Phone call with G. Angelich and J. Kesselman (0.6); review and analyze stalking horse APA and disclosure schedule (0.3); review and analyze court filings (0.3); draft objection to Stalking Horse APA (2.8)	4.00	2,280.00
01/05/23	Justin Kesselman	Review waterfall analysis (0.5); attn to alternate settlement models (1.2) and confer with G Angelich re same (0.2)	1.90	1,254.00
01/06/23	Alyssa Fiorentino	Revise and circulate updated dates/deadlines.	0.10	29.00
01/06/23	George P. Angelich	Prepare for and attend conference calls with CohnReznick re administrative solvency issues post-sale.	2.10	1,806.00
01/06/23	George P. Angelich	Follow up on interest of potential purchaser, and phone calls re same.	0.20	172.00
01/06/23	James E. Britton	Case law research RE: cure amounts (2.0); correspondence RE: sale issues (0.2); review and revise APA (3.0).	5.20	2,964.00
01/06/23	Justin Kesselman	Review and mark APA (1.6); prepare term sheet (1.8)	3.40	2,244.00
01/07/23	James E. Britton	Review and analyze caselaw for sale objection (0.5); revise sale objection (0.7).	1.20	684.00
01/09/23	George P. Angelich	Review asset purchase agreement (1.2); confer with J. Britton re APA (.70); follow up re asset purchase agreement issues with J. Kesselman (.50).	2.40	2,064.00
01/09/23	George P. Angelich	Review issues with sale process.	0.70	602.00
01/09/23	James E. Britton	Review and analyze mark up to APA (0.2); review and analyze term sheet (0.2); correspondence RE: terms and update (0.2); revise sale objection (0.5); review	3.10	1,767.00

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<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
		and analyze documents RE: manning declaration (0.4); draft manning declaration (1.6).		
01/09/23	Justin Kesselman	Work on sale objection and declaration in support	2.80	1,848.00
01/10/23	George P. Angelich	Review issues re post-closing administrative solvency (.50); confer with V. Toppi, M. Jobe, J. Kesselman re administrative solvency.	1.10	946.00
01/10/23	George P. Angelich	Review draft sale objection (1.20); conferences with J. Kesselman and J. Britton re sale objection (.70); review draft sale order (.30).	2.20	1,892.00
01/10/23	George P. Angelich	Review issues re post-closing administrative solvency and waterfall analysis.	0.90	774.00
01/10/23	James E. Britton	Correspondence RE: markup and objections (0.2); review and analyze creditors' objection to sale (0.2); review and revise draft sale order (2.2); review and revise deposition notices (0.2).	2.80	1,596.00
01/10/23	Justin Kesselman	Draft sale discovery to Debtors, Cannacord, Buyer (1.6); attn to declaration against IB/Sale (1.1); conf with G Angelich re sale issues (0.6); mtg with CohnReznick re sale waterfall (0.4); review BoC payoff statement (0.2)	3.90	2,574.00
01/11/23	James E. Britton	Correspondence RE: objection (0.2); phone call RE: declaration (0.4); case law research RE: sale objection and administrative insolvency (2.0); review and revise objection (0.8); further revisions to objection and declaration and attention to documents RE: same (0.3).	3.70	2,109.00
01/11/23	Justin Kesselman	Work on sale/IB objection (2.9); finalize 30(b)(6) notices to debtors, buyer, Canaccord (0.7); revise draft declaration (00.7); conf with CohnReznick re sale objection (0.4)	4.70	3,102.00
01/12/23	George P. Angelich	Address discovery issues for depositions (1.3); confer with J. Kesselman re issues for oral argument (.70); review asset purchase agreement (.60); correspondence and conferences re objections and issues for contested	5.80	4,988.00

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 00008 Sale and Disposition of Assets  
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<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
		hearing (3.2).		
01/12/23	James E. Britton	Review and analyze oracle objection (0.2); correspondence RE: strategy and workstreams (0.2); review and analyze Summerland objection (0.1); phone call with committee RE: sale update (0.5).	1.00	570.00
01/12/23	Justin Kesselman	Conf with G Angelich re sale and settlement issues (1.3); review Summerland sale objection (0.2).	1.50	990.00
01/13/23	George P. Angelich	Negotiate settlement and prepare for sale hearing.	7.30	6,278.00
01/13/23	George P. Angelich	Review issues and objections for sale hearing.	5.10	4,386.00
01/13/23	James E. Britton	Phone call with debtors (0.5).	0.50	285.00
01/13/23	Justin Kesselman	Confer with CoghznReznick re settlement, professionals and vendor issues (0.9); conf with G Angelich re: sale settlement model (0.9); draft interrogatories to buyer (1); draft settlement proposal (.8); prepare trial exhibit list (0.7).	4.30	2,838.00
01/14/23	George P. Angelich	Negotiate settlement and prepare for sale hearing.	12.10	10,406.00
01/14/23	James E. Britton	Correspondence RE: APA (0.2); Conference call with debtors and stalking horse (0.6).	0.80	456.00
01/14/23	Justin Kesselman	Prepare examinations/exhibits for depositions of C Brault, R Pleines, M Ley (4.8); work on sale settlement term sheet (1); attn to revised APA (1.2); mtgs with G. Angelich (0.7) and Cohn Reznick (0.9) re settlement and trial;	8.60	5,676.00
01/15/23	George P. Angelich	Negotiate settlement and prepare for sale hearing.	12.30	10,578.00
01/15/23	James E. Britton	Review and analyze TSA, MSA, and APA (1.0) and correspondence RE: same (0.2).	1.20	684.00
01/15/23	Justin Kesselman	Working conferences with G. Angelich re: sale/IB issues, term sheet (2.3); additional work on settlements (0.7); deposition prep (3); attn to revised sale documents (0.6)	6.60	4,356.00
01/16/23	Andrew I. Silfen	Approach conference regarding litigation and settlement.	1.00	1,050.00
01/16/23	Andrew I. Silfen	Emails regarding negotiation and	0.20	210.00

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<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
		settlement.		
01/16/23	George P. Angelich	Negotiate settlement and prepare for sale hearing.	8.10	6,966.00
01/16/23	George P. Angelich	Review oral argument issues for sale hearing and confer with J. Kesselman re same.	3.20	2,752.00
01/16/23	James E. Britton	Review and analyze revisions to TSA and MSA (0.3); review and analyze revisions to sale order (0.3); review and analyze revisions to term sheet (0.2); case law research RE: gift card obligations (2.6); correspondence RE: gift cards (0.2); phone call with debtors and DIP lender (0.3); phone call with GA and JK (0.3); conference call with debtors (0.8); review and analyze further revisions to MSA, TSA, and APA and correspondence RE: same (0.8).	5.80	3,306.00
01/17/23	George P. Angelich	Prepare for and attend sale hearing.	8.40	7,224.00
01/17/23	James E. Britton	Review and analyze updated contract assumption notice (0.2); review and analyze updated APA schedules (0.2); review and analyze revised sale order (0.3); review and analyze updated term sheet and correspondence RE: same (0.3); review further revised sale order (0.2); review and analyze ley declaration (0.3); review and analyze Brault declaration (0.1); hearing on sale and Canaccord retention (listen only) (2.0).	3.60	2,052.00
01/17/23	Justin Kesselman	Prepare for and attend sale/IB hearing.	8.50	5,610.00
01/18/23	George P. Angelich	Follow up with J. Kesselman re results of sale hearing and next step (.70); review issues re closing (.40); prepare for and attend conference call with K. Clancy, V. Toppi, M. Jobe, J. Manning, J. Kesselman and J. Britton re sale process, wind down and closing (1.4).	2.50	2,150.00
01/18/23	James E. Britton	Review and analyze revised term sheet (0.2); review and analyze revised TSA (0.2); review and analyze revised sale order (0.1).	0.50	285.00
01/18/23	Justin Kesselman	Review and revise sale documents (0.8); confer with G. Angelich re: sale hearing	1.70	1,122.00

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<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
		and documents (0.4); attn to sale waterfalls (0.5)		
01/19/23	George P. Angelich	Confer with M. Lunn, J. Kesselman re closing (.30); follow up re closing issues and calculation, conferences with J. Kesselman, K. Clancy and V. Toppi (2.1).	3.10	2,666.00
01/19/23	George P. Angelich	Review outstanding issues for post-closing negotiations.	2.60	2,236.00
01/19/23	Justin Kesselman	Attn to projected sources/uses (0.3).	0.30	198.00
01/19/23	Justin Kesselman	Call with C Reznick re sale waterfall	0.60	396.00
01/20/23	George P. Angelich	Review closing issues.	1.10	946.00
01/20/23	Justin Kesselman	Attn to closing related matters and documents.	2.00	1,320.00
01/22/23	Justin Kesselman	Review flow of funds (0.2); emails with Debtors' counsel (0.3).	0.50	330.00
01/25/23	George P. Angelich	Prepare for and attend conference call with J. Kesselman and J. Britton re next steps post-closing.	1.10	946.00
01/25/23	James E. Britton	Phone call with GA and JK RE: next steps (0.4); correspondence RE: same (0.2).	0.60	342.00
<b>Fee Total</b>			<b>171.80</b>	<b>\$127,183.00</b>

**Timekeeper Summary:**

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Andrew I. Silfen	1.20	1,050.00	1,260.00
George P. Angelich	82.30	860.00	70,778.00
Justin Kesselman	53.80	660.00	35,508.00
James E. Britton	34.40	570.00	19,608.00
Alyssa Fiorentino	0.10	290.00	29.00
<b>Timekeeper Summary Total</b>	<b>171.80</b>		<b>127,183.00</b>

Current Fees \$127,183.00  
**Subtotal For This Matter** \$127,183.00



Arent Fox Schiff LLP

Attorneys at Law

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al  
 00010 Claims Administration and Objections  
 February 08, 2023

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For Professional Services Rendered Through: January 31, 2023

Re: Claims Administration and Objections

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
01/03/23	George P. Angelich	Review issues re critical vendor payments.	0.90	774.00
		<b>Fee Total</b>	<b>0.90</b>	<b>\$774.00</b>

**Timekeeper Summary:**

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
George P. Angelich	0.90	860.00	774.00
<b>Timekeeper Summary Total</b>	<b>0.90</b>		<b>774.00</b>

Current Fees	\$774.00
<b>Subtotal For This Matter</b>	<b>\$774.00</b>

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al  
 00011 Miscellaneous Motions and Objections  
 February 08, 2023

Invoice Number 2202587  
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For Professional Services Rendered Through: January 31, 2023

Re: Miscellaneous Motions and Objections

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
01/03/23	Justin Kesselman	Attn to critical vendor payment issues and review contracts re same (0.8), and email to YCST re same (0.2)	1.00	660.00
01/06/23	Justin Kesselman	Attn to proposed vendor payments and objection (0.2); review settlement terms (0.2)	0.40	264.00
01/08/23	Justin Kesselman	Attn to settlement with IB (0.3)	0.30	198.00
01/09/23	Justin Kesselman	Attn to vendor payment issue.	0.20	132.00
01/11/23	George P. Angelich	Revise, edit and finalize sale objection.	4.60	3,956.00
01/11/23	Justin Kesselman	Review supplemental cure notice (0.2; review objections to IB retention by US Trustee, Buyer, Bank (0.7)	0.90	594.00
01/12/23	Justin Kesselman	Work on witness cross-examinations, and attn to exhibits (2.8); conf. with J Manning (0.2); attn to proposed vendor payments (.4)	3.40	2,244.00
01/13/23	Justin Kesselman	Draft objection to critical vendor payments (0.4)	0.40	264.00
01/14/23	Justin Kesselman	Attn to IB settlement model (0.3), confer with G. Angelich re IB settlement and deposition (.8)	1.10	726.00
01/16/23	Justin Kesselman	Prepare for and take deposition of M. Ley re: IB retention motion (4.5); prepare for contested IB objection hearing, including cross-examination, argument, witness prep (4)	8.50	5,610.00
01/17/23	Justin Kesselman	Review Canaccord statement (0.4); attn to discussions with B. Lennon (.7)	1.10	726.00
<b>Fee Total</b>			<b>21.90</b>	<b>\$15,374.00</b>

**Timekeeper Summary:**

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
George P. Angelich	4.60	860.00	3,956.00

Arent Fox Schiff LLP

Attorneys at Law

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al  
00011 Miscellaneous Motions and Objections  
February 08, 2023

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<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Justin Kesselman	17.30	660.00	11,418.00
<b>Timekeeper Summary Total</b>	<b>21.90</b>		<b>15,374.00</b>
Current Fees			\$15,374.00
<b>Subtotal For This Matter</b>			<b>\$15,374.00</b>

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al  
 00013 Professional Retention  
 February 08, 2023

Invoice Number 2202587  
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For Professional Services Rendered Through: January 31, 2023

Re: Professional Retention

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
01/03/23	Lisa A. Indelicato	Internal discussions regarding Rule 2014 search.	0.50	202.50
01/04/23	George P. Angelich	Prepare for and confer with counsel to Canaccord re retention issues.	0.50	430.00
01/05/23	George P. Angelich	Follow up re retention disclosures project.	1.10	946.00
01/05/23	George P. Angelich	Prepare draft proposed settlement offer for Canaccord.	0.90	774.00
01/05/23	Lisa A. Indelicato	Internal discussions regarding status of 2014 search.	0.10	40.50
01/06/23	Alyssa Fiorentino	Coordinate and discuss updated parties-in-interest lists pursuant to Bankruptcy Rule 2014.	0.50	145.00
01/06/23	George P. Angelich	Followed up and review prepare draft proposed settlement offer for Canaccord.	1.10	946.00
01/08/23	George P. Angelich	Correspond with Canaccord's counsel re settlement proposal.	0.70	602.00
01/09/23	Alyssa Fiorentino	Discuss and prepare ArentFox Schiff retention application.	1.50	435.00
01/09/23	George P. Angelich	Review issues and confer re objections to Canaccord retention and settlement concepts.	0.60	516.00
01/09/23	Lisa A. Indelicato	Revise exhibit 2 to declaration in support of AFS retention application.	2.30	931.50
01/10/23	Alyssa Fiorentino	Prepare draft of ArentFox Schiff retention application.	3.50	1,015.00
01/10/23	Lisa A. Indelicato	Prepare supplemental declaration in support of AFS retention application.	1.10	445.50
01/10/23	Lisa A. Indelicato	Internal discussions regarding connections to certain parties in interest.	0.50	202.50
01/11/23	Alyssa Fiorentino	Update and circulate draft retention application.	0.30	87.00
01/11/23	James E. Britton	Review and analyze UST objection to Canaccord application (0.2); review and analyze stalking horse objection to Canaccord app (0.1) and Banc of Cal	0.40	228.00

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 00013 Professional Retention  
 February 08, 2023

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<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
		objection (0.1).		
01/12/23	Alyssa Fiorentino	Follow-up re: draft retention application.	0.10	29.00
01/12/23	Alyssa Fiorentino	Review and revise draft retention application.	2.00	580.00
01/12/23	James E. Britton	Review and analyze retention application (0.6); correspondence RE: retention application (0.2).	0.80	456.00
01/13/23	Lisa A. Indelicato	Review and revise AFS Retention Application.	2.00	810.00
01/15/23	George P. Angelich	Review issues re Canaccord objection, outline settlement proposal, confer with B. Lennon.	2.40	2,064.00
01/16/23	James E. Britton	Review and analyze prior retentions (0.2); correspondence RE: Canaccord retention (0.2); review rough transcript of Ley Depo (1.1); phone call with GA, JK and KC (1.2).	2.70	1,539.00
01/17/23	James E. Britton	Review and analyze Canaccord retention statement (0.3); review and analyze revisions to Canaccord retention app and correspondence RE: same (0.2).	0.50	285.00
01/19/23	Lisa A. Indelicato	Internal discussions regarding supplemental 2014 search; review, revise and submit spreadsheet for round 2 search.	0.50	202.50
01/24/23	Alyssa Fiorentino	Prepare draft supplemental declaration.	1.80	522.00
01/27/23	Alyssa Fiorentino	Discussion with J. Britton re: order submission on retention application.	0.10	29.00
01/27/23	Lisa A. Indelicato	Correspond with team regarding retention order.	0.10	40.50
01/27/23	Lisa A. Indelicato	Follow up regarding supplemental 2014 search.	0.10	40.50
01/30/23	Justin Kesselman	Attn to retention status and next steps.	0.20	132.00
01/31/23	Alyssa Fiorentino	Prepare draft supplemental declaration.	3.10	899.00
01/31/23	George P. Angelich	Follow up re retention.	0.40	344.00
<b>Fee Total</b>			<b>32.40</b>	<b>\$15,919.00</b>

**Timekeeper Summary:**

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
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Arent Fox Schiff LLP

Attorneys at Law

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al  
 00013 Professional Retention  
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<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
George P. Angelich	7.70	860.00	6,622.00
Justin Kesselman	0.20	660.00	132.00
James E. Britton	4.40	570.00	2,508.00
Lisa A. Indelicato	7.20	405.00	2,916.00
Alyssa Fiorentino	12.90	290.00	3,741.00
<b>Timekeeper Summary Total</b>	<b>32.40</b>		<b>15,919.00</b>
Current Fees			\$15,919.00
<b>Subtotal For This Matter</b>			<b>\$15,919.00</b>

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al  
 00015 Cash Collateral and DIP Financing  
 February 08, 2023

Invoice Number 2202587  
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For Professional Services Rendered Through: January 31, 2023

Re: Cash Collateral and DIP Financing

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
01/02/23	Justin Kesselman	Review final dip order revisions/	0.50	330.00
01/03/23	George P. Angelich	Review issues re DIP waivers of 506, 552.	0.60	516.00
01/03/23	James E. Britton	Correspondence RE: revisions to final DIP (0.2).	0.20	114.00
01/03/23	Justin Kesselman	Revisions to dip order (0.8) and email to YCST re the same (0.3)	1.10	726.00
01/04/23	George P. Angelich	Prepare for and confer with Debtors' counsel re DIP budget.	0.80	688.00
01/04/23	Justin Kesselman	review and comment on DIP/vendor payment/expense modeling (0.7)	0.70	462.00
01/05/23	George P. Angelich	Review and follow up on DIP financing issues, proposed resolution, budget issues.	1.80	1,548.00
01/06/23	George P. Angelich	Review issues re critical vendor payments.	0.70	602.00
01/09/23	George P. Angelich	Review issues re critical vendor payments.	0.60	516.00
01/10/23	George P. Angelich	Prepare for and attend call with counsel for Banc of California.	0.80	688.00
<b>Fee Total</b>			<b>7.80</b>	<b>\$6,190.00</b>

**Timekeeper Summary:**

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
George P. Angelich	5.30	860.00	4,558.00
Justin Kesselman	2.30	660.00	1,518.00
James E. Britton	0.20	570.00	114.00
<b>Timekeeper Summary Total</b>	<b>7.80</b>		<b>6,190.00</b>

Current Fees	\$6,190.00
<b>Subtotal For This Matter</b>	<b>\$6,190.00</b>

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 00016 Disclosure Statement and Plan Matters and Solicitation  
 February 08, 2023

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For Professional Services Rendered Through: January 31, 2023

Re: Disclosure Statement and Plan Matters and Solicitation

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
01/25/23	Justin Kesselman	Strategy mtg with G Angelich and J. Britton	0.40	264.00
01/30/23	Justin Kesselman	Attn to plan-related issues.	0.70	462.00
01/31/23	George P. Angelich	Review issues for post-closing to confirmation.	0.70	602.00
01/31/23	Justin Kesselman	Attn to plan structuring issues and options	1.30	858.00
		<b>Fee Total</b>	<b>3.10</b>	<b>\$2,186.00</b>

**Timekeeper Summary:**

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
George P. Angelich	0.70	860.00	602.00
Justin Kesselman	2.40	660.00	1,584.00
<b>Timekeeper Summary Total</b>	<b>3.10</b>		<b>2,186.00</b>

Current Fees	\$2,186.00
<b>Subtotal For This Matter</b>	<b>\$2,186.00</b>



044409 Official Committee of Unsecured Creditors of Winc, Inc., et al  
 00023 Executory Contracts and Related Matters  
 February 08, 2023

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For Professional Services Rendered Through: January 31, 2023

Re: Executory Contracts and Related Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
01/03/23	Justin Kesselman	Call with AF and AMS re: vendor payments (0.8)	0.80	528.00
01/11/23	James E. Britton	Review and analyze critical vendors info (0.2).	0.20	114.00
01/13/23	James E. Britton	Review and analyze supplier contracts (1.0); correspondence RE: contracts (0.2).	1.20	684.00
01/31/23	Justin Kesselman	Review rejection motion.	0.20	132.00
<b>Fee Total</b>			<b>2.40</b>	<b>\$1,458.00</b>

**Timekeeper Summary:**

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Justin Kesselman	1.00	660.00	660.00
James E. Britton	1.40	570.00	798.00
<b>Timekeeper Summary Total</b>	<b>2.40</b>		<b>1,458.00</b>

Current Fees	\$1,458.00
<b>Subtotal For This Matter</b>	<b>\$1,458.00</b>

Arent Fox Schiff LLP

Attorneys at Law

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 00028 Debtor Communications/Negotiations  
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For Professional Services Rendered Through: January 31, 2023

Re: Debtor Communications/Negotiations

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
01/30/23	George P. Angelich	Prepare for and attend conference call with M. Lunn, K. Pleines, J. Kesselman, J. Britton and V. Toppi re plan development.	1.30	1,118.00
<b>Fee Total</b>			<b>1.30</b>	<b>\$1,118.00</b>

**Timekeeper Summary:**

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
George P. Angelich	1.30	860.00	1,118.00
<b>Timekeeper Summary Total</b>	<b>1.30</b>		<b>1,118.00</b>

Current Fees	\$1,118.00
<b>Subtotal For This Matter</b>	<b>\$1,118.00</b>

Arent Fox Schiff LLP

Attorneys at Law

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al  
 00029 Travel  
 February 08, 2023

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For Professional Services Rendered Through: January 31, 2023

Re: Travel

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
01/17/23	George P. Angelich	Round trip travel to Delaware to attend in-person hearing billed at 50%.	1.30	1,118.00
<b>Fee Total</b>			<b>1.30</b>	<b>\$1,118.00</b>

**Timekeeper Summary:**

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
George P. Angelich	1.30	860.00	1,118.00
<b>Timekeeper Summary Total</b>	<b>1.30</b>		<b>1,118.00</b>

Current Fees	\$1,118.00
<b>Subtotal For This Matter</b>	<b>\$1,118.00</b>

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Current Fees For All Matters	\$192,305.00
Current Disbursements For All Matters	\$1,299.65
<b>Total Amount Due This Invoice</b>	<b><u>\$193,604.65</u></b>